



**AMERICAN
STOCK EXCHANGE®**
Equities Options ETFs

Cent AMX

March 18, 2002

Ms. Krista M. Hughes
Branch Chief
Filer Support 2
Office of Filing Information
Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, NW
Washington, D.C. 20549

Dear Ms. Hughes:

This is to certify that on March 18, 2002, The American Stock Exchange, Inc. (the "Exchange") received from ATC Healthcare, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A for the registration of the following securities:

Class A Common Stock, par value \$.01 per share

We further certify that the above described securities have been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

Bryan Fischer

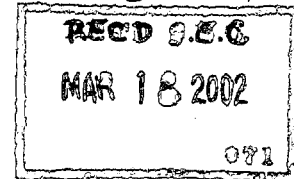
Bryan Fischer
Director
Listing Qualifications Department

cc: Herbert Scholl



02024205

American Stock Exchange
86 Trinity Place
New York, NY 10006-1872
T 212 306 1000



PROCESSED

MAR 20 2002

THOMSON
FINANCIAL